

**Smart Business
Systems**

**FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 25 AM 11:55**

June 18, 1997

COURIER:

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
Qualification/Registration Section
409 East Gaines Street
Tallahassee, Florida 32399

MAILING:

Florida Department of State
Division of Corporations
Qualification/Registration Section
Post Office Box 6327
Tallahassee, Florida 32314

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-06/25/97--01063--009
*****122.50 *****122.50

Re: Articles of Incorporation of I.Q. Smart Business Systems.

Dear Sir or Madam:

Enclosed for filing are an original and one copy of the executed Articles of Incorporation of I.Q. Smart Business Systems (the "Corporation"), together with a money order in the amount of \$122.50 payable to the Florida Department of State to cover filing fees, the designation of the Corporation's registered agent, and a copy of the Corporation's Articles of Incorporation.

Please file the enclosed Articles and return to me a certified copy thereof. If you have any questions, please contact me at the above address or phone number.

Thank you for your attention to this matter.

Sincerely,

Zachary J. Berg

ZJB/rsh

POST OFFICE BOX 288 WINDERMERE, FLORIDA 34786
Phone/Fax (407) 523-2983

D. BROWN JUN 26 1997

ARTICLES OF INCORPORATION

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THE UNDERSIGNED, acting as the sole incorporator of IQ Smart Business Systems, Inc. under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I NAME

The name of the Corporation is IQ Smart Business Systems, Inc.

ARTICLE II PURPOSE

The purpose or purposes for which the Corporation is organized is to transact all lawful business for which Corporations may be organized under the Florida Business Corporation Act.

ARTICLE III SHARES

The total authorized stock is 10,000 common shares of 1 cent (\$.01) par value per share.

ARTICLE IV INDEMNIFICATION

To the extent the law permits: the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he/she is or was a Director, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful. Notwithstanding the foregoing, the corporation may, but shall not be required to, indemnify any person(s) described in this paragraph in any action, suit, or proceeding brought or otherwise instituted by that person(s).

ARTICLE V
PRINCIPAL OFFICE

The address of the Principal Office of the corporation is 403 1st Avenue South, Tierra Verde, Florida, 33715. The location of the Principal Office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

ARTICLE VI
MAILING ADDRESS

The mailing address of the corporation is Post Office Box 288, Windermere, Florida, 34786.

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation is 403 1st Avenue South, Tierra Verde, Florida 33715, and the initial Registered Agent at such address is Zachary J. Berg.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the corporation is one (1). The number of Directors may be increased or decreased from time to time, but in no event shall the number of Directors be less than one (1). The name and address of the person who is to serve as initial Director until the first annual meeting of the shareholders of the corporation or until successor Directors are elected and shall qualify is as follows:

Zachary J. Berg

403 1st Avenue South
Tierra Verde, Florida 33715

ARTICLE IX
INCORPORATOR

The name and business address of the sole incorporator of the corporation is Zachary J. Berg - 403 1st Avenue South, Tierra Verde, Florida, 33715

ARTICLE X
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The term of existence of the Corporation shall be perpetual.

ARTICLE XI
COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 607.0203(1), Fla. Stat., the corporation's existence shall be deemed to have commenced at 12:01 a.m. on June 16, 1997, or, if later, such time and date as is five days prior to the date on which these Articles of Incorporation are filed by the Department of State.

IN WITNESS WHEREOF, the undersigned, the Incorporator of the above-named Corporation, has hereunto signed these Articles of Incorporation on this 18 day of June, 1997.



Zachary Berg

P.O. Box 288, Windermere, FL
(Mailing) Address 34786

ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT

THE UNDERSIGNED, an individual resident of the state of Florida, having been named in Article VII of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

DATED, this 18th day of June, 1997.


Zachary J. Berg, Registered Agent